

# **EXHIBIT A**

KIRBY McINERNEY LLP  
Roger W. Kirby  
Peter S. Linden  
Ira M. Press  
830 Third Avenue, 10<sup>th</sup> Floor  
New York, NY 10022 (212) 371-6600

Attorneys for Movant, The ATD Group

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

TILLIE SALTZMAN, Individually and On Behalf of  
All Others Similarly Situated,

Plaintiff,

v.

CITIGROUP INC., CHARLES O. PRINCE,  
ROBERT E. RUBIN, STEPHEN R. VOLK, SALLIE  
L. KRAWCHECK, GARY L. CRITTENDEN and  
ROBERT DRUSKIN,

Defendants.

Civil Action No.  
07 CIV 9901 (SHS)

LENNARD HAMMERSCHLAG, Individually and  
On Behalf of All Others Similarly Situated,

Plaintiff,

v.

CITIGROUP INC., CHARLES PRINCE, SALLIE  
KRAWCHECK, and GARY CRITTENDEN,


Defendants.

No. 07 CIV 10258 (SHS)

REPLY DECLARATION OF DAVID WHITCOMB IN SUPPORT OF ATD'S  
MOTION FOR APPOINTMENT AS LEAD PLAINTIFF AND IN  
OPPOSITION TO COMPETING MOTION

1. I am a member of The ATD Group and I make this declaration in further support of the motion by The ATD Group for appointment as lead plaintiff in the captioned securities class action litigation, and in reply to the opposing papers filed by the competitor movants - the self-styled U.S. Public Funds ("USPF"), and Global Pension Fund ("GPF") groups.

**Members of The ATD Group Are Not and Have Not Been Directors of ATD Since the Closing**



2. Papers opposing The ATD Group's motion have stated in words or substance that "several of these individuals [who are members of The ATD Group] continue to serve as members of the Board of Directors of ATD, and are thus presently directors of the wholly-owned unit of Citigroup." (USPF Br. at p. 17). The statement is false.

3. Neither I nor any other member of The ATD Group has been a member of the board or an officer of ATD since the October 2007 closing of the transaction with Citigroup. Those of us in this Group who had been directors or officers of ATD were indeed obliged to resign our positions as part of the transaction. Nor is any one of us a director or an officer of any subsidiary, affiliate, division, or unit of Citigroup. The basis for the claim that we are directors is an old ATD website that is obsolete, which may be inferred by the failure of the website, for example, to make any mention at all of the ATD Citigroup transaction, and, for another example, that it reports no post-closing events.

4. Elsewhere, I have stated that I am "Chairman Emeritus of ATD". This is true, but is not a title conferred upon me. I am using the word "emeritus" simply to mean retired.

**My Class Period Statements Merely  
Confirm That I had Been Misled**

5. I am also aware of the blog statement attributed to me at page 20 of the USPF brief, and at pages 4 and 15 of the GPF brief. That statement was made before I had been aware of the extent of the writedowns, and importantly before I had become aware of the bases for charges that the writedowns and SIV losses themselves had been fraudulently accounted for or concealed. Where writedowns are accompanied by issues respecting the financial probity of the entity, in my experience it is a convention that reductions in market capitalization reflect both the fact of the writedowns and the loss of confidence in the integrity of what continues to be reported. Given that, the continuing markdown of Citigroup's market capitalization is entirely comprehensible, and unfortunate.

6. I declare under penalty of perjury that the foregoing is true and accurate.

Dated: January 31, 2008

  
DAVID WHITCOMB